WHEN RECORDED RETURN TO:

Skagit State Bank 301 E. Fairhaven Ave. P.O. BOX 285 Burlington, WA 98233

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		is the	J	
NA/ACCURIOT				
	ON UCC-2 COUN			
Grantor(s): (last name first, and mailing address(es)) CHARAC INC., DBA CHARLES ON	2. Grantee(s)/Assignee/Bene Skagit State Bank	icary;	3. Assignee(s) of Secured Party(les):	
FAIRHAVEN TIN: 911591891	Home Office			
327 E FAIRHAVEN AVE.	301 E. Fairhaven Ave. P.O. BOX 285			
BURLINGTON, WA 98233	Burlington, WA 98233			
THIS FIXTURE FILING SHALL COVER COLLA	TERAL THAT IS AFFIXED	TO THE FOLLOWING	DESCRIBED PROPERTY.	
Reference Number: P-90544-S Short Legal Description: LOT 17 & PTN OF 18, BLK 17, BURLINGTON Assessor's Tax Parcel ID#:4076-097-018-0007			Additional on page Additional on page 3	
Legal Description: LOT 17 AND WEST 12 FEE KNOWN AS 327 E FAIRHAVEN, BURLINGTO	TOF LOT 18, SECTION	32, TOWNSHIP 35 ANI	D RANGE 4E, W.M., COMMONLY	
The second se	and the second s			
	And the second s			
THIS FIXTURE FILING COVERS THE FOLLOW	VING DESCRIBED PROPE	RTY		
All Fixtures; whether any of the foregoing substitutions relating to any of the foregoin to any of the foregoing (including insurance) specifically described property: SEE ATTAC	g; all records of any kind ce, general intangibles,	I relating to any of the	foregoing; all proceeds relating	
. The debter in the second course				
 4. The debtor is the record owner. 5. This statement is signed by the Secured Party(ies)ins 	tead of the Debtor(s) to perfec	ta 6 Complete fui	iy if box (d) is checked:	
security interest in collateral: (Please check appropriate box)			complete as applicable for (a), (b), and (c):	
(a) aiready subject to security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or			ording number	
(b) which is proceeds of the original collatera security interest was perfected, or	al described above in which a Of		e recorded	
(c) as to which the recording has lapsed, or	A. A.	Former nam	e of debtor(s)	
(d) acquired after a change of name, Identity,	or corporate structure of the de	btor(s).		
Dated July 23	, 19_99			
CHARLES C YOUSLING, PRESIDENT YOUSLING, SECTREAS	and RACHEL D	agit State Bank	And the state of t	
TYPE NAME (S) OF DEBTOR(S) (by ssignoris))	J. TYP	E NAME(S) OF SECURED P	ARTY(IES) (or assignee(s))	
Rachel D. Yoush		Ellin Lara	ui cc	
SIGNATURE(S) OF DEBTOR(S)(or assignor(s))	Sid	NATURE(S) OF SECURED	PARTY(IES) (or assignee(s))	
CORY 1 COUNTY AUDITOR		EODM ADDDOVED FO	DILLE IN THE STATE OF WASHINGTON	

Schedule "A" – CHARAC INC DBA CHARLES ON FAIRHAVEN.

All accounts and contract rights of borrower now existing or hereafter arising; all general intangibles including but not limited to the following: assignment of rent/lease income from commercial building located at Section 32, Township 35, Range 4 E W.M., commonly known as 327 E Fairhaven, Burlington, WA 98233.

All machinery and equipment, furniture and fixtures, and inventory of every age, make, kind and description now owned or hereafter acquired, whether for substitution replacement or to which borrower obtained rights including but not limited to, all jewelry, accessories, and gift items, all computer systems, software, phone systems, stereo systems, cash registers, all counter tops, cases and displays, light fixtures and all other miscellaneous items used in the operation of Charles on Fairhaven.

It is also understood and agreed by and between the Mortgagor and the Mortgagee that the stock in goods above referred to is a shifting stock in trade to be sold by the Mortgagor in the regular course of business, and that the value of the same as it now exists is not less than \$84,743.00 (approx.) and that the Mortgagor does hereby covenant and agree that a strict account of all such sales shall be kept by him, and that on or before the 31st day of January, 2000, and annually thereafter he shall render a statement of all sales made from said stock to the said Mortgagee and that the gross proceeds of such sales shall be applied first to to paying the operating expenses of the business of the Mortgagor and second to keeping the said stock-in-trade replenished to its present market value, and that after said expenditures have been made, from the net proceeds of such sales there shall be paid by the mortgagor to the said Mortgagee the payment of the debt hereby secured.

Signed at Burlington this 22 day of , 1999.

All of the above being located at Section 32, Township 35, Range 4 E W.M., commonly known as 327 E Fairhaven, Burlington, WA 98233.

CHARAC, INC. DBA CHARLES ON FAIRHAVEN

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